

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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IN RE SONUS NETWORKS, INC.  
LITIGATION  
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)  
) Civil Action No. 04-10294-DPW  
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**DEFENDANT SONUS' MOTION TO DISMISS THE AMENDED CONSOLIDATED  
CLASS ACTION COMPLAINT**

Pursuant to Rules 9(b) and 12(b)(6) of the Federal Rules of Civil Procedure, and the Private Securities Litigation Reform Act, defendant Sonus Networks, Inc ("Sonus") hereby moves to dismiss the Amended Consolidated Class Action Complaint ("Complaint"). As grounds for its motion, Sonus states that:

1. Plaintiff's 10b-5 claim must be dismissed because the well-pleaded factual allegations of the Complaint do not give rise to the requisite strong inference of scienter.
2. Plaintiff's §11 and §12 claims (and the derivative control person claims) must be dismissed because plaintiff does not plead fraud with particularity. Where, as here, §11 and §12 claims "sound in fraud," the plaintiff must fulfill the heightened particularity requirements of Rule 9(b).
3. Plaintiff's §12 claim (and the derivative control person claim) must be dismissed for the independent reason that none of the defendants are adequately alleged to be statutory "sellers" of the securities issued pursuant to the relevant prospectus.

In support of this motion, Sonus has filed the accompanying Memorandum of Law in Support of Defendant Sonus' Motion to Dismiss the Amended Consolidated Class Action

Complaint and Transmittal Affidavit of Daniel H. Gold. Sonus also relies on the separate memoranda of law filed by defendants Hassan Ahmed and Stephen Nill, and incorporates by reference the arguments made therein.

WHEREFORE, for the reasons set forth more fully in the accompanying Memorandum of Law, Sonus requests that the Court dismiss the Amended Consolidated Class Action Complaint with prejudice and grant such further relief that the Court deems fair and just.

Respectfully Submitted,

SONUS NETWORKS, INC.

By its attorneys,

/s/ Daniel H. Gold

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